



Matthew J. Oppenheim
5225 Wisconsin Avenue NW, Suite 503
Washington, DC 20015
202.450.3958
matt@oandzlaw.com

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Via ECF and FedEx

The Honorable William H. Pauley III
United States District Court
500 Pearl Street
New York, NY 10007

Re: *Cengage Learning, Inc. v. Book Dog Books, LLC*, 1:16-cv-7123 (WHP)(GWG)

Dear Judge Pauley:

On behalf of Plaintiffs in the above referenced action, we write to request leave pursuant to the Court's Individual Practice V.A to file certain documents under seal. Attached to this letter is a proposed redacted version of Plaintiffs' Memorandum of Law in Support of their Motion to Exclude Defendants' Rule 1006 Summaries and proposed redacted exhibits attached to the Declaration of Jeffrey M. Gould.

Plaintiffs' Memorandum refers to exhibits and deposition testimony regarding the business practices and information of Chegg and MBS, two third parties who have designated the documents and the portions of their deposition testimony as Confidential or Highly Confidential pursuant to the protective orders in place in these cases. (*BDB I* ECF No. 31; *BDB II* ECF No. 32.) To respect the rights of those third parties who provided discovery in reliance on the protective orders, Plaintiffs request permission to leave the redacted version of the Memorandum and exhibits to the Gould Declaration as publicly filed and to file the unredacted version of the Memorandum and Gould Declaration exhibits under seal. In accordance with the Court's Individual Practices, Plaintiffs will provide the Court with unredacted versions of the Memorandum by email.

Respectfully submitted,
/s/ Matthew J. Oppenheim
Matthew J. Oppenheim

cc: All attorneys via ECF